

EJECTA MARKETING LIMITED

CIN : L51495WB1983PLC035864

Formerly Known as :
Appu Marketing & Manufacturing Ltd

August 24th, 2018

To,
The Dept. of Corporate Services,
BSE Ltd.,
Floor 25, P.J.Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 538653

To
The Secretary,
Calcutta Stock Exchange Ltd.
7, Lyones Range
Kolkata-700001
Scrip Code-011225

Dear Sir,

Sub: Notice of the 35th Annual General Meeting

Enclosed please find herewith the Notice of the 35th Annual General Meeting scheduled to be held on Monday, the 17th day of September, 2018, at 3:00p.m. (Noon) Bengal National Chamber of Commerce & Industry. BNCCI House, 23, SIR, R.N. Mukherjee Road. Kolkata: 700001.

Thanking you,

Yours faithfully,

For, Ejecta Marketing Limited.

Ruhini Kumar Chakraborty

Ruhini Kumar Chakraborty
Whole-time Director
DIN: 08124270



EJECTA MARKETING LIMITED

(Formerly known as Appu Marketing & Manufacturing Limited)

CIN : L51495WB1983PLC035864

4, Dr. S.C. Banerjee Road, 3rd Floor, Room No. 9, Kolkata 700085

E-mail: contacts@ejectamarketing.com; Website: www.ejectamarketing.com

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of the Company will be held on Monday, the 17th day of September, 2018 at 3:00 p.m. (noon) at Bengal National Chamber of Commerce & Industry, BNCCI House, 23, Sir R.N. Mukherjee Road, Kolkata- 700001 (please refer to the Map Direction Guide of the AGM venue, as provided in this Notice), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the financial year ended March 31, 2018 and the Reports of the Auditors and Directors thereon.
2. To re-appoint of M/s. S. C. Swaika & Co., Chartered Accountants (Firm's Registration No. 322137E) of 30/1, S.M. Ali Road, Barrackpore, Kolkata – 700 120, as the Statutory Auditors of the Company from the conclusion of the 35th Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby ratifies the appointment of M/s. S. C. Swaika & Co, Chartered Accountants (Firm's Registration No. 322137E) of 30/1, S.M. Ali Road, Barrackpore, Kolkata – 700 120, as the Statutory Auditors of the Company from the conclusion of the 35th Annual General Meeting till the conclusion of the 36th Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable .”

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. RUHINI KUMAR CHAKRABORTY (DIN – 08124270) AS THE WHOLE-TIME DIRECTOR**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act (including any statutory modifications and re-enactment thereof, for the time being in force), consent of the shareholders of the Company is hereby accorded to appoint Mr. Ruhini Kumar Chakraborty as the Whole-Time Director of the Company for a period of 5 (five) years i.e. with effect from May 02, 2018 to May 01, 2023, on terms and conditions as elucidated below with liberty to the Board of Directors to alter and vary the terms and conditions including remuneration and perquisites payable or to be provided (including any monetary value thereof) to Mr. Ruhini Kumar Chakraborty to the extent the Board of Directors may at its discretion deem fit and he shall be liable to retire by rotation.

(A) SALARY: Rs.2,40,000/- per annum

(B) PERQUISITES:NIL

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate him by way of salary, or any other allowance as specified above as minimum remuneration, subject to the limit specified under Schedule V of the Companies Act,2013.

RESOLVED FURTHER THAT any the Directors of the Company, be and are hereby severally authorized to undertake all such acts, deeds and things as may be necessary, including filing of necessary forms with the Registrar of Companies, West Bengal, and to take such steps as may be required to give effect to the above resolutions.”

4. INTIMATION AND RATIFICATION OF UTILISATION OF FUND RAISED THROUGH PREFERENTIAL ISSUE

The fund raised through preferential issue on 6th May, 2013 was raised to fulfill the additional fund requirements for strengthening its equity base and to meet the long term funds requirements for expansion of business, funding long term working capital requirements, marketing, investments, and for other approved corporate services. The fund was utilized in manner in accordance with the terms of issue. However due to requirement of BSE vide notice No. 20180613-29 a ratification is required in the manner. The same shall be discussed in the meeting.

5. APPOINTMENT OF MR. DIBYENDU BRAHMACHARY (DIN: 08109629) AS THE DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including its statutory modification or re-enactment thereof), Mr. Dibyendu Brahmachary be and is hereby appointed as an Additional Director on the Board of Directors of the Company w.e.f. 13/04/2018, who shall hold office upto the date of the ensuing Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Chandan Choudhary, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and return for the purpose of giving effect to this resolution along with filing of necessary E-form(s) with concerned Registrar of Companies.”

6. APPOINTMENT OF MRS. SARSWATI PANDEY (DIN:08178880) AS THE DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sec 161 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including its statutory modification or re-enactment thereof), Sarwati Pandey be and hereby appointed as Additional Director on the Board of Directors of the Company w.e.f. 27th June, 2018, who shall hold office upto the date of the ensuing Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Dibyendu Brahmachary, Director of the Company be and hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and return for the purpose of giving effect to this resolution along with filing of necessary E-form(s) with concerned Registrar of Companies”

By Order of the Board
For **Ejecta Marketing Ltd.**

Ruhini Kumar Chakraborty
Whole-time Director
DIN: 08124270

Date : 09.08.2018

Place : Kolkata

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 3, 4, 5, & 6 is annexed hereto.
2. Additional details of persons seeking appointment / re- appointment, as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations/Regulations”) and provision number 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is annexed hereto. Requisite declarations have been received from the Directors for his reappointment.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
6. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
7. Documents, if any, referred to in the accompanied Notice and the Explanatory Statement setting out the material facts, are open for inspection at the Registered Office of the Company on all working days during normal working hours upto the date of the AGM.
8. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, alongwith the Register of Contracts or Arrangements in which Directors are interested, being maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
10. The business set out in the notice will be transacted through remote e-voting and Voting through Ballot at the AGM. Instructions and other information relating to e-voting are given in the notice under note number 27. The company will also send communication relating to remote e-voting which, inter alia, would contain details about user ID and password, along with a copy of this notice to the members, separately.
11. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the September 11, 2018 to the September 17, 2018 (both days inclusive).
12. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent, i.e. : M/s. Niche Technologies Private Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone Nos. (033) 2235-7270/7271, 2234-3576, Fax: (033) 2215- 6823 – alongwith the necessary supporting documents.
13. Corporate Members are requested to send to the Company, a copy of the Board resolution, duly certified, authorizing their respective representatives to attend and vote at the Annual General Meeting.
14. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.

15. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar & Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. Niche Technologies Private Limited, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001 alongwith the enclosed Form.
18. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
19. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
20. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
21. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.
22. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are advised to do so.
23. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client ID. No. for identification.
24. The Company has designated an exclusive e-mail id viz.: contacts@ejectamarketing.com to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Mr. Ruhini Kumar Chakraborty, the Whole-time Director, at the Registered Office of the Company (Phone Number: (91) 9163723688) for the redressal of their queries/complaints.
25. The Notice of the AGM along with its enclosures (including the process, instructions and the manner of conducting e-voting), the Annual Report for the Financial Year 2017-18 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent through the permitted mode. All these above mentioned documents will also be available on the Company's website www.ejectamarketing.com for download by the shareholders. We, request shareholders to update their email address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred email address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at contacts@ejectamarketing.com
26. **Voting Through Electronic Means:**
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer Electronic Voting facility (remote e- voting) to its members to cast their votes electronically on all resolutions set forth in this Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period begins on September 14, 2018 at 9.00 a.m. (IST) and ends on September 16, 2018 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 10, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. "Ejecta Marketing Limited." on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 2005533.

27. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e- mail atdkaz76@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 16, 2018 upto 5:00 p.m. without which the vote shall not be treated as valid.
28. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 10, 2018. A person who is not a member as on cut- off date should treat this notice for information purpose only.
29. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 10, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of jointholders.

30. Only those members who attend the AGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of September 10, 2018, but have not exercised their right to vote by electronic means, can cast their vote at the Annual General Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the firstholder.
31. Notice of the Annual General Meeting along with its enclosures along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
32. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. September 10, 2018, are requested to send the written / email communication to Company at atcontacts@ejectamarketing.com or its Registrar and Share Transfer Agent, i.e.: M/s Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
33. Mr. Devendra Kumar Agarwal, Practicing Chartered Accountant (Certificate of Membership No. 063888) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
34. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ejectamarketing.com and on the website of CDSL. The same will be communicated to BSE Ltd. and The Calcutta Stock Exchange Limited, where the Equity Shares of the Company are listed.

By Order of the Board
For **EjectaMarketing Ltd.**

Ruhini KumarChakraborty
Whole-time Director
DIN: 08124270

Date : 09.08.2018

Place : Kolkata

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

Mr. Ruhini Kumar Chakraborty (having DIN-08124270) was appointed as an Additional and Whole-Time Director of the Company for a period of three years effective from May 02, 2018, subject to the approval of the shareholders of the Company at the forth coming General Meeting.

He has a bachelor's degree in Commerce from the University of Calcutta. He has more than 40 years work experience in the field of stock marketing, finance, management and administration of e-commerce business. He is heading the e-commerce business of a start-up based out at Kolkata since last 4 years.

The Board of Directors of the Company believes that his induction on the Board will immensely benefit the Company in long run.

The remuneration proposed to be paid to Mr. Ruhini Kumar Chakraborty and the perquisites proposed to be provided to him are set out below:

(A) SALARY: Rs. 2,40,000/- per annum

(B) PERQUISITES: NIL

Further, in terms of Section II of Part II of Schedule V of the Act, wherein any financial year during the currency of tenure of a managerial personnel, a Company has no profits or its profits are inadequate, it may, without

Central Government approval, pay a yearly remuneration of upto Rs. 84 Lakhs to the managerial person, if the effective capital of the Company is ₹ 5 Crores and above, but less than ₹ 100 Crores. However, the said limit shall be doubled if the resolution passed by the shareholders is a special resolution and, in terms of the third proviso of the said Section II, the special resolution for payment of remuneration shall be for a period not exceeding three (5) years.

The information as required to be disclosed under Section II of Part II of Schedule V of the Act is enumerated herein below:

I. GENERAL INFORMATION

1.	Nature of Industry.	Ejecta Marketing Limited is a Company, which is engaged in the business of event manager. Company is having two birthday store outlet.			
2.	Date or expected date of commencement of commercial Production.	Not Applicable. -The Company is an existing company and was incorporated on 19.02.1983.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.			
4.	Financial performance based on given indicators.	Particulars	F.Y. 17-18 (Rs. In lacs)	F.Y. 16-17 (Rs. In lacs)	F.Y. 15-16 (Rs. In lacs)
		Total Revenue	102.10	55.52	373.42
		Profit/ (Loss) After Tax	5.52	17.37	6.47
5.	Foreign investments or Collaborators, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE WHOSE RATIFICATION/REVISION IN THE TERMS AND CONDITIONS OF SERVICE, INCLUDING REMUNERATION, IS BEING PROPOSED.

1.	Background Details	Born on 01/04/1956
		Education – Bachelor’s degree in Commerce
2.	Past Remuneration	Nil
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Ruhini Kumar Chakraborty (having DIN-08124270) holds a bachelor’s degree in Commerce from the University of Calcutta. He has more than 40 years work experience in the field of stock marketing, sales, management and administration. During the last 4 years Mr. Chakraborty was heading the e-commerce business of a start-up based out at Kolkata.
5.	Remuneration proposed	Category A : Salary: 2,40,000/- per annum. Annual increase/ revision will be effective in such other manner as may be decided by the Board from time to time. The Board shall be at liberty to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, and the rules made there under or any statutory modification(s) or re-enactment there of.

		Category B : His office shall be liable to be determined by retirement by rotation.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates therelevant details would be with respect to the country of his origin).	The proposed remuneration structure of the Whole-Time Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while proposing the remuneration, has also taken into account his work experience and the Nomination and Remuneration Policy of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	He does not hold any pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel.

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	While the Company has delivered strong operating and financial performance in the past, unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for Financial Year 2017-18. The Company has recorded a modest but low profit, in the Financial Year 2017-18.
2.	Steps taken or proposed to be taken for improvement	The Company is expecting a rise in the growth prospects of the Indian Economy in the near future. Further, the Company is looking forward to diversify into various business avenues to minimize losses. All this is expected to improve the financial position of the Company.
3.	Expected increase in productivity and profits in measurable terms	With an expectation of probable upsurge of the Indian Economy, coupled with an expected successful diversification practice of the Company, the Company believes that it will be able to increase its productivity and profits and thereby generate consistent and increased profits in the coming Financial years.

Except Mr. Ruhini Kumar Chakraborty (having DIN-08124270) none of the other Directors, Key Managerial Personnel's of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, save and except to the extent of their shareholding, if any.

The resolution being in the interest of the Company is being proposed by the Board for approval of the members by way of a Special Resolution.

Item No. 4

As per notice received from Bombay Stock Exchange vide Notice No. 20180613-29 a ratification is required for the utilization of fund raised through Preferential Issue. Company had raised funds back in the year 2013 of Rs.4,23,50,000/- For the purpose of fulfilling the additional funds requirements for straightening its equity base and to meet the long term fund requirements for expansion of business, funding long term working capital requirements, marketing, investments, and other approved corporate services. The amount so raised was utilised for the purpose mentioned above. Any fund left unutilised due to lack of business opportunity was given on loan to various entities to earn interest income on the same.

Item No. 5

Mr. Dibyendu Brahmachary (having DIN-08109629) was appointed as an Additional Director of the Company with effective from April 13, 2018, subject to the approval of the shareholders of the Company at the forthcoming General Meeting.

He has a bachelor's degree in Commerce from the University of Calcutta. He has more than 3 years work experience in the field of stock marketing, finance, management and administration of e-commerce business. He is heading the e-commerce business.

The Board of Directors of the Company believes that his induction on the Board will immensely benefit the Company in long run.

Further, in terms of Section II of Part II of Schedule V of the Act, wherein any financial year during the currency of tenure of a managerial personnel, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay a yearly remuneration of upto ₹ 84 Lakhs to the managerial person, if the effective capital of the Company is ₹ 5 Crores and above, but less than ₹ 100 Crores. However, the said limit shall be doubled if the resolution passed by the shareholders is a special resolution and, in terms of the third proviso of the said Section II, the special resolution for payment of remuneration shall be for a period not exceeding three (5) years.

Item No. 6

Mrs. Sarswati Pandey (having DIN- 08178880) was appointed as an Additional Director of the Company with effective from June 27, 2018, subject to the approval of the shareholders of the Company at the forthcoming General Meeting.

The Board of Directors of the Company believes that his induction on the Board will immensely benefit the Company in long run.

Further, in terms of Section II of Part II of Schedule V of the Act, wherein any financial year during the currency of tenure of a managerial personnel, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay a yearly remuneration of upto ₹ 84 Lakhs to the managerial person, if the effective capital of the Company is ₹ 5 Crores and above, but less than ₹ 100 Crores. However, the said limit shall be doubled if the resolution passed by the shareholders is a special resolution and, in terms of the third proviso of the said Section II, the special resolution for payment of remuneration shall be for a period not exceeding three (5) years.

The resolution being in the interest of the Company is being proposed by the Board for approval of the members by way of a Special Resolution.

Note:

The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being re-appointed and number of Board meetings attended by him during the financial year 2017-18 are provided in the Corporate Governance Report.

MAP (DIRECTION GUIDE) OF THE VENUE OF THE ANNUAL GENERAL MEETING.

Bengal National Chamber of Commerce & Industry, BNCCI House,
23, SIR R.N. Mukherjee Road,
Kolkata- 700001.



ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

(Annual General Meeting – September 17, 2018)

Folio No.: DP ID No.: Client ID No.:

Name of Member(s):

Name of the Proxy holder:

Registered Address:

Number of Shares Held:

I/We hereby record my/our presence at the 35th ANNUAL GENERAL MEETING of the Company on Monday, the 17th day of September, 2018 at 3:00 p.m. (noon) at Bengal National Chamber of India & Industry, BNCCI House, 23, SIR. R.N. Mukherjee Road, Kolkata -700 001.

SIGNATURE OF THE MEMBER / REPRESENTATIVE / PROXY*

***Strike out whichever is not applicable**

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

FORM NO. MGT - 11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):
Registered address:
E-mail Id:
Folio / DP ID-Client ID No.

I/We, being the member(s) ofshares of the above named Company hereby appoint:

- (1) Name: Address
E-mailId: Signature, or failing him
- (2) Name: Address
E-mailId: Signature, or failing him
- (3) Name: Address
E-mail Id: Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on 17th day of September, 2018 at 3:00 p.m. (noon) at Bengal National Chamber of India & Industry, BNCCI House, 23, SIR. R.N. Mukherjee Road, Kolkata -700 001.

and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
	Ordinary Business	For	Against
1.	Adoption of the Audited Standalone Financial Statement for the financial year ended March 31, 2018 and the Reports of the Auditors and Directors thereon.		
2.	Ratification of appointment of M/s. S. C. Swaika & Co, Chartered Accountants (Firm's Registration No. 322137E) as auditor of the Company and fix their remuneration.		
	Special Business		
3.	Appointment of Mr. Ruhini Kumar Chakraborty (DIN: 081248270) as the Whole-Time Director of the Company		
4.	Intimation & Ratification of utilization of fund raised through Preferential issue		
5.	Appointment of Mr. Dibyendu Brahmachary (DIN: 08109629) as the Director		
6.	Appointment of Mrs. Sarswati Pandey (DIN: 08178880) as the Director		

Signed thisday of2018

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re.1/-
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Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 35th Annual General Meeting.
- *3 It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.